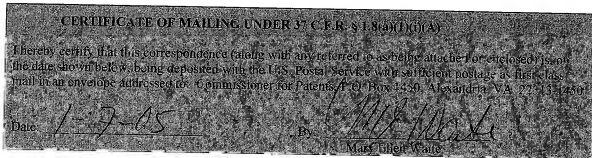


IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of: Thompson et al.
Serial No.: 09/703,562 Group No.: 3622
Filed: 11/01/2000 Examiner: D. Champagne
Entitled: Methods And Systems For Applying Rebates To Higher Education

DECLARATION PURSUANT TO 1.132

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450



I, Bruce Burnett, state as follows:

1. My present position is President. My business involves the retail sale of goods to consumers.
2. I am familiar with the TuitionFund consumer incentive system. I have participated in a trial of the system wherein I registered with TuitionFund and with a Rebate Network Manager. The Rebate Network Manager tracked sales made to consumers registered with TuitionFund and calculated a rebate due to the consumer. It is my understanding that the rebate amounts were subsequently transferred to a holding account. The rebate amount was calculated on total sales to the consumer and was not limited to products made by a particular manufacturer.
3. To my knowledge, there is no other system previously or currently available in which a merchant such as myself can directly offer a purchase incentive such as a rebate on total purchases that is administered by a Rebate Network Manager.

The TuitionFund system offers substantial advantages over coupon based incentive systems and incentive systems offered directly by manufacturers. First, the system operates in the background so my retail sales employees do not have to accept and process coupons presented by customers. Second, the system is easy for customers to participate in because they do not have to save and present coupons or mail-in rebates. Third, the system allows a merchant such as myself to directly develop customer loyalty to retail sales outlets without relying on manufacturer incentives and without relying on the manufacturer to honor offered incentives. Fourth, the system allows rebates on total purchases of multiple products as opposed to rebates on particular products from a particular manufacturer.

4. I am extremely enthusiastic about the use of this system and the advantages it offers over current incentive systems. Moreover, consumers I have spoken to are extremely enthusiastic about utilizing the system to fund college saving accounts. A need has existed for this type of system for some time, but, to my knowledge, none has been developed.

5. I further declare that all statement made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

 Mercedes Benz of Nashville
(Name of Declarant)

Date: 11/15/04